



**DIRECTORS AND OFFICERS  
CONFLICT OF INTEREST POLICY AND ANNUAL DECLARATION**

Effective date	May 8, 2021
Archived date	
Date last reviewed	May 8, 2021
Scheduled review date	
Replaces and/or amends	RCA Board of Directors Code of Conduct and Conflict of Interest Policy (effective January 4, 2004 or April 1, 2004 TBD, as approved May 6, 2012) TBC
Approved by and date	RCA Board of Directors, May 8, 2021
Appendix(-ces) to this Policy	Appendix 1 Annual Declaration
References	RCA Code of Conduct and Ethics (effective date April 1, 2021) CARA By-Laws (as ratified on January 26, 2020)

**1. Purpose**

The purpose of this policy is to set out the requirements for the members of the board of directors (the “Board”) and officers of Rowing Canada Aviron (RCA) to avoid any actual or perceived conflict of interest to ensure RCA’s continuing compliance with the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23 (the “Act”) and the directors’ and officers’ compliance with RCA by-laws, policies and procedures. This policy sets out the definition for conflict of interest, the process by which members of the Board declare conflicts and the process by which potential undeclared conflicts of interest may be investigated and addressed. Where statements or procedures in this policy conflict with the Act, the provisions of the Act apply.

**2. Scope**

This policy applies to all directors and officers of the Board of RCA. In relation to its applicability to an officer of RCA, this policy is subject to any current employment contract between RCA and an officer.

**3. Policy Statement**

Members of the Board, including elected and appointed directors and officers of RCA, shall at all times conduct themselves in accordance with the RCA Code of Conduct and Ethics, as amended from time to time. RCA recognizes that, in addition to the standards of conduct as set out in the RCA Code of Conduct and Ethics, directors and officers

shall undertake their duties and responsibilities in a manner to avoid any actual or perceived conflict of interest. As such, directors and officers will proactively identify and declare any potential conflict of interest at the time it arises, through a declaration at or prior to a meeting of the Board of RCA, and through the Annual Declaration Form, attached at Appendix 1.

#### **4. Definitions**

Unless noted otherwise, RCA adopts terms as defined in the Act.

“Conflict of Interest” includes any situation in which an individual, or the organization they represent, or an organization representing RCA in any capacity, is influenced or could be influenced in a decision by personal, family, financial, business or other interests which override the best interests of RCA.

“Perceived conflict of interest” includes any situation where a reasonably prudent person may perceive that a conflict of interest exists or may exist.

#### **5. Responsibilities**

##### **General conduct**

A director or officer:

- a. Must be familiar with and comply with the Act, as amended from time to time, more specifically the requirements for disclosure of interest and the duties of directors and officers as set out in Part 9, and which are summarized below:
  - i. They are required to act honestly, in good faith and in the best interests of RCA, rather than in their own personal interest or as a result of influence by personal, family, financial, business or other interests which override the best interests of RCA;
  - ii. They are required to demonstrate a duty of care, meaning that they will exercise at least the level of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
  - iii. They are required to comply with the Act and its regulations as well as the articles, by-laws, and all codes, policies and procedures, directives and similar documents of RCA, and, more generally, are expected to avoid any behaviour that would bring RCA into disrepute.
- b. While directors or officers are encouraged to speak publicly on rowing matters to promote the sport of rowing in Canada, the CEO is the designated spokesperson for RCA. Directors and officers must not speak publicly on RCA matters when or in such a way that their comments could be perceived to be an official representation of RCA unless they are authorized to do so by the Board or the President; and
- c. Must be aware of the identity of RCA’s sponsors, be supportive of their role as sponsors and refrain from displaying support for sponsors’ competitors when involved in national rowing activities.

##### **Confidential information**

- a. A director or officer must maintain the confidentiality of all information and records that are the property of RCA and that are treated as confidential by RCA and shall not reveal or make use of such information until it becomes a matter of general public knowledge.
- b. Motions approved at Board meetings are not confidential unless the Board has

determined that a motion is to be approved at an in-camera portion of a meeting. In this case, a director or officer must abide by the Board's decision.

- c. A director or officer must treat discussion at Board meetings prior to the vote on a motion as confidential, as well as the number of votes cast for and against a resolution and how other directors may have voted, except to the extent that such discussion and voting details are contained in the Board-approved minutes.

## Gifts

- a. A director or officer must not offer nor accept gifts or excessive entertainment or other benefits to or from RCA's suppliers and sponsors unless they are not intended to be and are neither in such form nor of such value to be reasonably perceived to be an improper payment, such as a bribe.

## Outside interests

- a. Directors or officers must not engage in activities or accept appointments or elections to office in any organization or association whose activities are, or are foreseeably likely to be, in conflict with RCA's activities or could foreseeably bring the sport of rowing or RCA into disrepute. Prior to accepting an external appointment, a director or officer shall notify the Board to seek written consent to participate in the external activity.
- b. To be eligible to stand for election as a director an individual need not be a Registered Participant and must not be president or staff member of a Provincial Rowing Association or a president of a member club; an individual holding such a position may stand for election as a director of RCA but, if elected, must immediately resign from that other position.

## 6. Conflicts of interest - Procedures

- a. As noted above, directors and officers shall undertake their duties and responsibilities in a manner to avoid, to the extent possible, any actual or perceived conflict of interest.
- b. Directors and officers will proactively identify and declare any actual or potential conflict of interest at the time it arises, through a declaration at a meeting of the Board of RCA, and through the Annual Declaration Form, attached at Appendix 1.
- c. For clarification, a director may not hold, nor an immediate family member hold, a financial interest, directly or indirectly, or hold a management position in an organization in a relationship with RCA whereby that director could in any way benefit the other organization by influencing the purchasing, sponsorship arrangements or other decisions of RCA unless that interest has been fully disclosed in writing to the Board.
- d. When a director or officer perceives that there may exist an actual conflict or a potential conflict of interest, the following procedures must be followed:
  - i. the director or officer will immediately disclose the actual conflict or potential conflict;
  - ii. if at a meeting, this declaration of conflict will be noted in the Board's minutes;
  - iii. if at a meeting, the director or officer will leave the Board meeting while the matter creating the conflict is being dealt with;
  - iv. the director or officer will take no part in any discussion or voting with respect to the matter creating the conflict; and
  - v. the director or officer will not attempt to influence the Board in its dealing with the matter.
- e. If an undisclosed conflict of interest arises involving a director or officer, the

President will refer the question to the Board for a decision. The director or officer will be given an opportunity to respond to the claim that an actual or potential conflict exists.

- f. A decision of the Board that a conflict of interest exists shall be final and binding on the director or officer.
- g. In the event that a conflict of interest arises involving the President, the question will be considered and decided by the Board. The President will be given an opportunity to respond to the claim that an actual or potential conflict exists. The Board will vote on the question without the President present.
- h. In the event that a director or officer resigns or is required to resign following a determination by the Board, the procedures for removing and replacing a director or officer, as set out in the CARA By-Laws, will be followed.
- i. RCA may determine that a violation of this policy may constitute a breach of the RCA Code of Conduct and Ethics, as amended from time to time.

## 7. Questions

Questions or concerns related to this policy and its procedures may be directed to RCA through its Contact Us web-page at <https://rowingcanada.org/contact-us/>



## APPENDIX 1

### RCA Director's and Officer's Annual Declaration of Disclosure of Interest

I acknowledge that I have read and understand the Conflict of Interest Policy (the "Policy") of Rowing Canada Aviron (RCA).

I confirm that, to the best of my knowledge, as of the date of signing this declaration, I am not in a conflict of interest with the requirements of my role as a (check one) \_\_\_\_\_ director or \_\_\_\_\_ officer of RCA.

I agree that, at any time that I recognize that an actual or perceived conflict of interest may arise in relation to my role, I will immediately declare the conflict and abide by the procedures of this Policy.

In all other respects, I agree to conduct myself as a director or officer of RCA in accordance with this Policy.

Signed: \_\_\_\_\_

Dated: \_\_\_\_\_